CHAPMAN AND CUTLER LLP

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December 27, 2005

Mr. Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street, N.W. Washington, DC 20423-0001 RECORDATION NO. 26065 FILE

DEC 2 7 '05

11-06AM

Re:

BNSF Railway Company Leveraged Lease Financing BNSF 2005-U SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Equipment Lease Agreement (BNSF 2005-U), dated as of December 29, 2005, between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-U Statutory Trust, as lessor (the "Lessor"), and BNSF Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:

BNSF Railway Company

2500 Lou Menk Drive

Fort Worth, Texas 76131-2828

Lessor:

U.S. Bank Trust National Association

225 Asylum Street, 23rd Floor Hartford, Connecticut 06103

Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 43 Covered Hopper Cars bearing the reporting marks within the series BNSF 482364 through BNSF 482417; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Law Offices of

CHAPMAN AND CUTLER LLP

Memorandum of Equipment Lease Agreement (BNSF 2005-U) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-U Statutory Trust, as Lessor and BNSF Railway Company, as Lessee.

A fee of thirty-three dollars (\$33.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq. Alvord and Alvord 1050 Seventeenth Street, N.W. Suite 301 Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

Michael D. Robson

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	43	BNSF 482364 through BNSF 482371, inclusive, BNSF 482373 through BNSF 482374, inclusive, BNSF 482376 through BNSF 482378, inclusive, BNSF 482380, BNSF 482385 through BNSF 482388, inclusive, BNSF 482390 through BNSF 482393, inclusive, BNSF 482395, BNSF 482395,
		BNSF 482417, inclusive

RECORDATION NO. 26065 FILED

DEC 2 7 '05

-11-06 AN

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (BNSF 2005-U)

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Lease Agreement, made and entered into as of December 29, 2005, by and between U.S. Bank Trust National Association, as Owner Trustee, a national banking association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-U Statutory Trust, as Lessor ("Lessor"), and BNSF Railway Company, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2005-U), dated as of December 1, 2005 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity but solely as Owner Trustee
ву
Name: Michael M. Hopkins Title: Vice President
Executed on this 14 day of December, 2005.
BNSF RAILWAY COMPANY
Ву
Name: L. Steven Vollmer
Title: General Director-Finance
Executed on this day of December 2005

In Witness Whereof, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Owner Trustee

Ву
Name:
Title:
Executed on this day of December, 2005.
BNSF RAILWAY COMPANY
By Jose Clans
Name: L. Steven Vollmer
Title: General Director-Finance
Executed on this 14th day of December 2005

U.S. BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity, but solely as

STATE OF			
On this, the	•		
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On this, the Aday of December, 2005, before me, a Notary Public in and for said County and State, personally appeared	•		
On this, the /4 day of December, 2005, before me, a Notary Public in and for said County and State, personally appeared			
County and State, personally appeared		COUNTY OF Hartioro)	
County and State, personally appeared			
says intel Substitute of Directors, and (s)he scknowledged that the execution of the foregoing instrument was signed on December 14, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association. IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Name: Notary Public My Commission Expires: Residing in Verver STATE OF TEXAS) SS: COUNTY OF TARRANT On this day of December, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on December 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Name: Notary Public My Commission Expires: Residing in		On this, the day of December, 20	005, before me, a Notary Public in and for said
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authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association. IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Name: Notary Public MOTARY PUBLIC NOTARY PUB		says that (s)ne is the vice President	Of U.S. BANK TRUST NATIONAL ASSOCIATION
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Name: Susan P. McNally Notary Public: My Commission Expires: Residing in Vertical Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on December, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. Name: Notary Public - My Commission Expires: Residing in Name: Notary Public - My Commission Expires: Residing in Name: Notary Public - My Commission Expires: Residing in Name: Residing in	•	that said instrument was signed on December	er 17, 2005 on behalf of said association by
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Jun P. M. Model		authority of its Board of Directors, and (s)he a	cknowledged that the execution of the foregoing
Name: SUSAN P. McNALLY Notary Public My Commission Expires: Residing in Verver Ct STATE OF TEXAS) SS: COUNTY OF TARRANT On this day of December, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on December, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Name: Notary Public My Commission Expires: Residing in		instrument was the free act and deed of said asso	ociation.
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Name: Name: Sugar P. Modally Notary Public My Commission Expires: Residing in Vertage State of Texas Stat		IN WIINESS WHEREOF, I have hereunto	set my hand and official seal on the date above
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December, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned. Name: Notary Public — My Commission Expires: Residing in		Director Finance of BNSE DAY WAY COMPANY	e duly sworn, says that he is the General
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My Commission Expires: Residing in		·	
Residing in			
(SEAL)			Residing in
	•	(SEAL)	

STATE OF	
) S COUNTY OF)	SS.:
County and State, personally appeared _ says that (s)he is the that said instrument was signed on D	ber, 2005, before me, a Notary Public in and for said, who being by me duly sworn, of U.S. BANK TRUST NATIONAL ASSOCIATION, becember, 2005 on behalf of said association by (s)he acknowledged that the execution of the foregoing aid association.
IN WITNESS WHEREOF, I have h mentioned.	ereunto set my hand and official seal on the date above
	Name: Notary Public My Commission Expires: Residing in
STATE OF TEXAS)) SS COUNTY OF TARRANT)	S:
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EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	43	BNSF 482364 through
		BNSF 482371, inclusive,
		BNSF 482373 through
		BNSF 482374, inclusive,
		BNSF 482376 through
		BNSF 482378, inclusive,
		BNSF 482380,
		BNSF 482385 through
		BNSF 482388, inclusive,
		BNSF 482390 through
		BNSF 482393, inclusive,
		BNSF 482395,
		BNSF 482398 through
		BNSF 482417, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to prosting to	
I, Robert W. Alvord, attorney licensed to practice in the District of Columbia, do hereby certify under panels.	e State of New York and the
attached copy with the original thereof and have for	of perjury that I have compared the
identical in all respects to the original document.	d the copy to be complete and
the one onginal document.	

Dated: 12 /27 /05

Robert W. Alvord